

MEMORANDUM OF ASSOCIATION

OF

**Kishoreganj Chamber of Commerce
and Industry**

1. The Name of the Association shall be KISHOREGANJ CHAMBER OF COMMERCE AND INDUSTRY.
2. The Registered Office, which shall be the head Office of the Chamber shall be situated in Bangladesh.
3. The objects for which the Chamber is established are :-
 - (a) To promote and protect trade, Commerce, agriculture, Livestock, fisheries and industry in Bangladesh and for the purpose thereof to acquire, purchase, hire or lease land and buildings and all necessary plants and machineries or other movable properties.
 - (b) To aid and stimulate the development of trade, commerce, agriculture and industry in Bangladesh and to promote and foster ideas of co-operation and mutual help among person engaged in trade, commerce, agriculture or industry and to safeguard the interest of general consumers as well as the employees of commercial firms.
 - (c) To issue conformity and measurement certificate to any of the members that may be necessary in connection with its trade, commerce and industry.

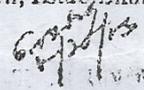
It is struck in terms & firm,
Kishoreganj Chamber of Commerce and Industry

- (d) To adjust controversies which may arise between the members of the Chamber and to watch over, protect and safeguard the general commercial interests in Bangladesh and interests of persons engaged in any trade, commerce, agriculture and industry. ✓
- (e) To collect and disseminate statistical and other information relating to trade, commerce, agriculture and to take all steps that may be necessary for protecting, supporting or opposing legislation affecting the aforesaid economic interests.
- (f) To communicate with the Government, Chamber of Commerce and other mercantile and public bodies within or outside Bangladesh with a view to concert and promote measures for protection of trade, commerce and industry in which national of Bangladesh are engaged. ✓
- (g) To arbitrate in the settlement of disputes arising out of commercial interests or transaction between parties willing and agreeing to abide by the judgement or decision of the Chamber. ✓
- (h) To establish just and equitable principles in trade.
- (i) To maintain uniformity in rules, regulations and usages in various branches of trade.
- (j) To promote, advance and help commercial and technical education and such study of different branches of Art and Science which may lead to develop trade, commerce, agriculture and industry in Bangladesh and to maintain a Commercial Library.
- (k) To promote and maintain a suitable office for holding and conducting commercial transactions, meetings of members of Arbitrators and other like matters.
- (l) To accept any bequest, gift, donation or subscription towards or to accumulate and provide a fund or an endowment or want and to invest the same and apply the income arising there from or to resort to the capital thereof, for any of the objects of the Chamber.

(SIGNED) ✓
Assistant Registrar

Joint Stock Companies & Firms
Ministry of Commerce & Industry

- (m) To sell, improve, manage, develop, exchange, lease or let, under lease, or sublet, mortgage, dispose of, turn to account or otherwise to deal with all or any part of the property of the Chamber whether movable or immovable.
- (n) To construct upon any premises and building or buildings for the purpose of the Chamber and to alter, add to or improve any buildings upon such premises.
- (o) To invest any money and property of the Chamber upon such securities and in such manner as determined by the Chamber.
- (p) To borrow or raise money for the purpose by issue of debentures charged upon all or any part of the property of the Chamber or upon such terms and in such manner and on such securities as may be determined by the Chamber.
- (q) To aid and to receive aid from any other society, Town Association, Trade Group, Firm, Corporation, Company, Partnership or person promoting or formed or intended to promote any of the objects of the Chamber and to subscribe to or aid any such society, Town Association, Trade Group, Firm, Corporation, Company, Partnership or person with a view to obtain any advantage or benefit for the purpose of the Chamber and to subscribe to any fund or society as may be considered deserving by the Chamber.
- (r) To start journals and periodicals and otherwise diffuse knowledge about trade and commerce and to finance and to maintain institutions for training and teaching of the boys in the arts of industry, trade and commerce.
- (s) To draw, make, accept, endorse, discount, execute and issue promissory notes, Bills of Exchange, Hundies, Bills of Lading, Warrants, Debentures and other negotiable or transferable instruments.
- (t) To establish and support or to aid in the establishment and support of any Association, Institutions or benevolent objects, clubs, societies or funds or for the benefit of humanity or any section thereof and to subscribe to or to guarantee money for any charitable, educational or other trusts.
- (u) To pay out of the funds of the Chamber all costs, charges and expenses preliminary and incidental to the promotion, Establishment and the registration of the Chamber.


 Joint Secretaries & Firms,
 Malayan Chamber of Commerce, Kuala Lumpur.

- (v) To subscribe to, and become a member of, the Federation of Bangladesh Chamber of Commerce and Industry and to cooperate with any incorporated organisations of Trade and Industry and to procure from and communicate with such organisations any information as may be likely to forward the objects of this Chamber.
- (w) To appear before any Court and to appoint Legal Practitioners for the Chamber to appear before the Court and to defend, compound, or refer arbitration any case or suit for or against the Chamber.
- (x) To do all such other things as are incidental or as the Chamber may think conducive to the attainment of the above objects or any of them. ✓

4. The income and the property of the Chamber shall be applied solely towards the promotion of the object of the Chamber as set forth above, no portion thereof, shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise however by way of profit to the members of the Chamber.

(i) Provided that nothing herein contained shall prevent :—
The payment in good faith of any person, allowance, gratuity, conveyance, bonus or other remuneration to any employees or ex-employees of the Chamber or to any member thereof or other persons, in return of any services actually rendered to the Chamber.

(ii) Any payment of allowance or concession to members by way of rebate or return of subscription in accordance with the regulations for the time being of the Chamber or of payment of interest or money borrowed from, or rent due to, any member of the Chamber.

(iii) The gratuitous distributions among or sale at a discount to Members of the Chamber of any books or publications for the furtherance of any of the object.

(iv) Provided also that no member of the Chamber shall hold any Office of profit under the Chamber and that no remuneration shall be given by the Chamber to any member of the Executive Committee except payment of actual expenses incurred for and on behalf of the Chamber.

CHAMBER OF COMMERCE AND INDUSTRY
 Assistant Registrar
 Joint Stock Companies Act of 1929,
 Ministry of Commerce, Dhaka

5. The liability of Members is limited.

6. Every member of the Chamber undertakes to contribute to the assets of the Chamber in the event of its being wind up while he is a member or within one year afterwards, for payment of the debts and liabilities of the Chamber contracted before he ceases to be a member, and the cost, charges and expenses of winding up, and for the adjustment of the contributories among themselves, such amount as may be required not exceeding Taka. 600'00 for ordinary member Taka 300'00 for Associate member and Taka 200'00 for each of town Association and group member

7. If, upon winding up or dissolution of the Chamber, there remains, after the satisfaction of all the debts and liabilities, any property, whatsoever, the same shall not be paid to or distributed among the members of the Chamber, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Chamber, to be determined by the members of the Chamber present at a General Meeting at or before the time of dissolution.

8. Amendments to this Memorandum of Association shall be subject to the approval of the Government, and shall also be made and required by the Government a public interest.

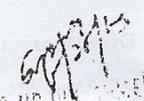
We the several persons whose names and addresses are subscribed hereto, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

Sl. No. Names, addresses & description of the persons.

(Handwritten signature)
(SHAMS-UDDIN KHAN)
ASSISTANT
CHIEF CLERK
SECRETARY OF GOVERNMENT

Sl. No	Name	Address	Signature
1	Md. Motiur Rahman Khan	Prop. M/s. Motiur Rahman Khan, Rathkhala, Kishoreganj	57-91legile
2	Md. Jainal Abedin	Prop. M/s. Chand Pharmacy Gouranga Bazar Kishoreganj	57-Md. Jainal
3	Md. Mustafizur Rahman	Partner Hotel Mubark Station Road, Kishoreganj	57-91legile
4	Md. Azizul Haque Chowdhury	Prop. M/s. Pavel Enterprise Isha Khan Road, Kishoreganj	57-91legile
6	Md. Mofizur Rahman	Prop. M/s. Medicine Corner Station Road, Kishoreganj	57-Md. Mofizur
8	Al-Haj Md. Abdul Karim	Prop. M/s. Karim & Sons Gouranga Bazar, Kishoreganj	Rahman
7	Md. Mohiuddin Khan	Prop. M/s. Mohiuddin Khan Puran Thana Kishoreganj	57-91legile
8	Md. Abdul Hamid Haidar	Prop. M/s. The Kishoreganj Haidar & Co. Batrish, Kishoreganj	57-91legile
9	A. N. M. Taufiqul Panu	M.D. M/s. Joy Fabrics Mills Ltd Charsulakia, Kishoreganj	57-91legile
10	Babu Sree Horandra Ch. Shaha	Prop. M/s. Horandra Ch. Shaha Puran Thana, Kishoreganj	57-91legile
11	Babu Sree Joy Kumar Shaha	Prop. M/s. Joy Kumar Shaha Bara Bazar, Kishoreganj	57-91legile
12	Md. Rousan Ali	Part. M/s. Roustam Bapari Abdur Rahman Bapari Station Rd. Kishoreganj	57-Rousan
13	Md. Abdur Rahman	Prop. M/s. Fancy Umbrella Factory Bara Bazar Kishoreganj	57-91legile
14	Md. Anwar Kamal	Partner M/s. Satu Traders Bara Bazar, Kishoreganj	57-Anwar Kamal
15	Rahima Rahman	Prop. M/s. Mustafiz Traders Station Road, Kishoreganj	57-Rahima
16	Md. Mohiuddin	Prop. M/s. Shikha Traders Hossandi Bazar, Kishoreganj	57-Md. Mohiuddin
17	Sree Indrojith Ghosh	Prop. M/s. Indrojith Katiadi Bazar, Kishoreganj	57-91legile

Sl. No.	Name, address and description of the witnesses	Signature
1	Advocate A. K. M. Liakat Hossain Judge Court Kishoreganj	57-91legile
2	Advocate Bikash Mozamdar Judge Court Kishoreganj	57-91legile


 (SHAMS-UD-DIN)
 Assistant Registrar,
 Joint Stock Companies & Co-ops,
 Ministry of Commerce (D.O.)

ARTICLES OF ASSOCIATION

OF

**Kishoreganj Chamber of Commerce
and Industry**

1. The regulation contained in Form 'B' in the third schedule to the Companies Act VII of 1913 Along with the regulation here in after adopted shall apply to this Chamber subject to the following.

2. In these Articles unless there be something in the subject or context in consistent therewith :

'The Act' means the Companies Act, 1913 as adopted in Bangladesh. The Chamber' means the Kishoreganj Chamber of Commerce and Industry, 'Committee' means 'The Executive Committee of the Chamber', 'General Meeting' means 'The General Meeting of the Chamber'.

'Special General Meeting' shall mean and include Extraordinary General Meeting and or Requisition General Meeting under the Companies Act, 1913.

'Office means the registered office of the Chamber.

'Office Bearer' means the President, Vice-President, and Members of the Executive Committee.

'Members of the Executive Committee' shall mean the Directors under the Companies Act, 1913.

(SIGNED AND SEALED)
ASSTANT SECRETARY
Joint Stock Companies Act, 1913
Ministry of Commerce, 1913.

'Year' means the financial year reckoned from 1st. July to 30th, June. ✓

'Month' means Calendar Month. ✓

'The Register' means the Register of members of the Chamber to be kept in pursuance of Article. ✓

In and 'written' includes printing lithography and other modes of presenting words in visible form. ✓

'Published' means circulated amongs the members of the Chamber, 'Plural' includes singular and vice-versa. ✓

'Words' importing person include corporation and masculine gender include the feminine gender. ✓

'Manner prescribed' means prescribed by the Articles, rules or bye-laws. ✓

3. For the purpose of registration the Chamber is declared to consist unlimited number of members. ✓

4. The Chamber is established for the purpose expressed in the Memorandum of Association. The Chamber shall have its affiliation with the Federation of Bangladesh Chamber of Commerce & Industries within the 30 days from the registration with the registerer of joint stock Company. ✓

5. MEMBERSHIP

(i) Eligibility :

All the Merchants Traders, Brokers, Persons, Firms, Companies and Incorporate bodies engaged in trade, commerce, industry, agriculture, manufactures, mining etc. shall be eligible for enrolment as member in their conventional or corporate names. They shall apply to the Chamber for membership in the manner herein provided : ✓

Every candidate for membership shall sign and deliver to the Secretary, duly proposed by a member and seconded by another, an application in the prescribed

SECRETARY
 Assistant Secretary
 Joint Stock Companies & Firms
 Ministry of Commerce, Dacca

Form to be obtained from the office of Chamber with the admission fee and annual subscription for the prescribed for the the particular class of membership to which the applicant desires to be enrolled.

The Secretary will place the applications before the executive committee for approval. The decision of the executive committee for or against any candidate for admission as member shall be final. A candidate thus admitted by the executive committee shall forthwith become a member of the Chamber subject to all rules and regulations of the Chamber. If the applicant is not admitted as a member the admission fee for the annual subscription shall be refunded to him.

(ii) QUALIFICATION OF MEMBERS

Membership shall be restricted only to those person or persons who possessed Trade licence, S. R. T. R. and member of commercial value. In case of Importers & Exporters, they must be registered with and be recognised by the Government of Bangladesh.

CLASS OF MEMBERSHIP AND THEIR FEES :

- (i) There shall be four categories of members namely :
- (a) Ordinary Members.
 - (b) Associated Members.
 - (c) Town Association.
 - (d) Trade Group.

ORDINARY MEMBERS : This class of membership is open to large industrial and commercial undertakings who desire to be kept advised of all developments effecting trade, commerce and industry of Bangladesh.

ASSOCIATED MEMBERS : This class of membership is open to all medium and small industrial and commercial undertakings.

TOWN ASSOCIATION : This class of membership is open to all the Town Association whether licensed by the Govt. or not.

JOINT SECRETARIES & MANAGERS
CHAMBER OF COMMERCE, Dhaka

TRADE GROUP : This class of membership is open to all small group of trades and industrialist whether licensed or not licensed under the trade, organisations. Ordinance

(ii) Admission Fee and annual Subscription for the members shall be as follows :

Categories of Member	Admission Fee.	Annual Subscription.
(a) Ordinary Member	Tk. 500,00	Tk. 500,00
(b) Associate Member	Tk. 250,00	Tk. 250,00
(c) Town Association	Tk. 1000,00	Tk. 1000,00
(d) Trade Group	Tk. 1000,00	Tk. 1000,00

(iii) The first subscription of each new member shall be paid in advance along with the admission fee in time of application for membership and all subsequent membership subscription shall become due and payable on the 1st day of July each year. Yearly subscription will be paid at a time every year.

(iv) Any member, who fails to pay his subscription by the 31st July in each official year of the Chamber shall cease to be a member, provided a registered notice for payment thereof has been issued to him at least fifteen days before the expiry of last date. The executive committee shall have the power to extend the period for one month only. ~~XXX~~

(v) Any member who will by any means cease to be a member shall nevertheless remain liable for and shall pay to the Chamber all sums which at the time of such cessation of membership may be due from such member.

(vi) Members representing firms or other body whether corporate or not shall be severally as well as jointly liable for payment of all dues in respect of their Membership.

(vii) But no member shall be expelled from the Chamber without showing reason.

(SHAMS-16/11/12)
Assistant

Joint Stock Companies Act, 1929
Ministry of Commerce

CEASATION OF MEMBERSHIP :-

A member shall cease to be a member of the Chamber :-

- (i) On his/their being adjudicated insolvent or where winding up orders have been passed on them or it has gone into voluntary winding up except for the purpose of reconstruction.
- (ii) On his/their resignation from the membership.
- (iii) Upon any change being made in the conventional or corporate name of the Trade Group, Co-operative, Corporations etc.
- (iv) In case of an individual found to be of unsound mind by a court of competent jurisdiction or has been convicted for an offence indicating morally turpitude.
- (v) No person or persons, Firms, Companies can become member or continue to retain his/her membership with the Chamber if he or she blacklisted by the Government for trade malpractices or convicted by the competent court for morally turpitude.
- (vi) If he is expelled by the Executive Committee on the ground of indulging in unethical business practice or any activity considered prejudicial or detrimental to the interest of the Chamber by a resolution passed at a specially convened meeting. A member shall not be expelled unless he has been given an opportunity of explaining his position in writing or in person. The member so expelled shall have the right to appear to the General Body of the Chamber or in the next annual General meeting and the decision of General Body in the matter shall be final.
- (vii) Any member expelled from the Chamber for any reason shall not be eligible for readmission before the expiry of the year from the date of his expulsion.
- (viii) On the termination of membership under Article 5 clause IV.

RIGHTS AND PRIVILEGES OF MEMBERS :-

Subject to the restriction contained in these Articles framed generally or any bye laws thereunder a member shall have the following right and privileges :-

Joint Secretaries & Firms,
Ministry of Commerce, India.

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- (i) To obtain a copy of the Annual report and accounts.
- (ii) To obtain all other publication of the Chamber free of cost or a such reduced rates as the Committee may from time to time decide.
- (iii) To be present to discuss and vote at any General meeting on any question referred to such General meeting or to give opinion on any question referred by the General Body of member by circular or otherwise.
- (iv) To nominate qualified members for election to stand for election or be elected to the Executive committee or other committee or to join deputation on behalf of the Chamber or to be elected to any office of the Chamber.
- (v) To seek help of the Chamber in obtaining statistical or other information for the protection and advancement of business and to receive such particulars as may be available to the Chamber in regard to trade enquiries or information regarding Governmental or other measures effecting Trade.
- (vi) To apply for the assistance of the Chamber for securing to him all reasonable facilities for carrying on his business and for the all reasonable grievances.

9. The Governing Body shall have the following Office Bearers :-

(i) President	-	1
(ii) Vice President	-	2
(iii) Member of Governing Body not exceeding	-	14
		<hr/>
Total :-		17 (Seventeen)

10. The management of the affairs of the Association shall be vested in a Governing Body consisting of not more than 17 members, representing all categories of members on the following basis :-

- (a) General Members shall have a maximum of 10 seats with one seat for every five ;
- (b) Association Members shall have a maximum of 5 seats with one seat for every ten ; and
- (c) Town Association and Trade Group will have a maximum of two seats with not more than one seat for one such Town Association and Trade Group.

(SPANISH)
 Assistant
 Joint Stock Com. and S. Dept.
 Ministry of Commerce, Lucknow

The affairs of the Chamber shall be managed by an Ad-Hoc Committee until the first executive Committee is elected not being less than one month and more than three months from the date of incorporation of the Chamber. The Ad-Hoc Committee shall consist of the following persons.

- 1 Md. Matiur Rahma Khan President
Proprietor : M/s, Matiur Rahman Khan
Rathkhala Kishoreganj
- 2 Md, Jainal Abedin Vice-President
Proprietor : M/s, Chand Pharmacy
Gouranga Bazar, Kishoreganj
- 3 Md. Mustafizur Rahman Vice-President
Partner Hotel Mubarak
Station Road, Kishoreganj
- 4 Md, Azizul Hoque Chowdhury Member Executive Committee
Proprietor : M/s, Faval Enterprise
Isha Khan Road, Kishoreganj
- 5 Md. Mofizur Rahman Member Executive Committee
Proprietor : M/s, Medicine Corner
Station Road, Kishoreganj
- 6 Al-Hj Md, Abdul Karim Member Executive Committee
Proprietor : M/s, A. Karim & Sons
Gouranga Bazar, Kishoreganj
- 7 Md, Mohiuddin Khan Member Executive Committee
Proprietor : M/s, Mohiuddin Khan
Puran Thana, Kishoreganj
- 8 Md, Abdul Hamid Haider Member Executive Committee
Proprietor : M/s, The Kishoreganj Haider & Co
Batrish, Kishoreganj

Joint Secretaries of Chamber,
Ministry of Commerce, Dhaka.

- 9 A. N. M. Taufique Panu ^{Fabrics}
 Partner : M/s. Joy Textile Mills Ltd.
 Charsulakia, Kishoreganj Member Executive Committee
10. Babu Sree Horandro Chandro Shaha
 Proprietor : M/s. Horandro Chandro Shaha
 Pura Thana, Kishoreganj Member Executive Committee
11. Babu Sree Joy Kumar Shaha
 Proprietor : Joy Kumer Shaha
 Bera Bazar, Kishoreganj Member Executive Committee
12. Md. Rousan Ali
 Partner : M/s. Rustom Bapari
 Abdur Rahman Bapari
 Station Road, Kishoreganj Member Executive Committee
13. Md. Abdur Rahman
 Proprietor : M/s. Fancy Umbrella Factory
 Bera Bazar, Kishoreganj Member Executive Committee
- 14 Md. Anwar Kamal
 Partner M/s. Setu Traders
 Bera Bazar, Kishoreganj Member Executive Committee
- 15 Rahima Rahman
 Proprietor : M/s. Mustafiz Traders
 Station Road, Kishoreganj Member Executive Committee
- 16 Md. Mohiuddin
 Proprietor : M/s. Shikha Traders
 Hossandi Bazar, Pakundia Kishoreganj Member Executive Committee
- 17 Sree Indru Mahon ^{gith gush}
 Proprietor : M/s. Indru Mahon ^{gith}
 Katiadi Bazar, Kishoreganj Member executive Committee

Joint Stock Company
 Members of Joint

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11. FUNCTIONS AND POWERS OF THE EXECUTIVE COMMITTEE

Generally the functions and Power of the Executive Committee shall be as under :—

- (i) To convey all the rules, aims and objects of the Chamber.
- (ii) To sanction expenditure to meet the emergencies and requirements over and above the approval annual budget.
- (iii) To look after and managed all the properties moveble and immovable held by the Chamber for itself or in trust and to borrow money on the securities of such properties by mortgages or otherwise.
- (iv) To make arrangement for the Annual Election of the Chamber.
- (v) To appoint sub committees if necessary for special purposes to call for reports on any particular matter and to supervise the work of the office bearers and any sub-committee(s).
- (vi) To purchase for valuable consideration, take on lease or under lease or otherwise immovable property or business concern in any place falling within the jurisdiction of this Chamber as may required or deemed necessary or expedient for the purpose of the Chamber.
- (vii) To co-operate with other persons or any incorporated organisation of trade and industry in Bangladesh in the interest of the Chamber.
- (viii) To approve or rejects Membership applications.
- (ix) To appoint salaried staff as may be necessary to run the organisation on such remuneration as they deem proper.
- (x) To take effective steps for eradication of unethical business practice from the field of trade of commerce and industry.
- (xi) To convene meetings of the General Body to place before it for consideration any resolutions concerning trade, commerce and industry and to make recommendations for framing bye laws, rules and regulations and to suggest amendments in the Memorandum of Article of the Association.

- (xii) To commence, institute, prosecute or defend all such actions or suit as the executive committee may deem necessary and to compromise or submit arbitration and action, suit, dispute or defference as it may think fit.
- (xiii) To delegate any of its powers to the President or the Secretary as may be deem necessary.
- (xiv) To remove or expel any member from the Register of Chamber or readmit such expelled members in accordance with these Articles.
- (xv) To look after the affairs of the Chamber and to take all possible measures and steps to promote the popularity of the Chamber and increase the status, dignity and honour of the Chamber and Members thereof.

12. PROCEEDING OF THE EXECUTIVE COMMITTEE MEETING.

- (a) The meeting of the Executive Committee shall be held as often as business may require. The Committee may make such regulation as they think proper in summoning and holding the meetings.
- (b) Notice of at least fifteen days specifying the place, date, time and agenda shall be given. In case of an emergent meeting, short notice may be given.
- (c) In the case of equality of votes the person presiding at the meeting shall have second or casting vote.
- (d) If any member of the committee absents himself from three consecutive meetings or from all meetings of the committee for a continuous period of three months without leave of absence from the committee he shall automatically cease to be a member of the committee.
- (e) One third members, minimum five members of the executive committee shall form the quorum. No business shall be transacted unless the quorum of members is present. If the quorum is not formed the meeting shall be adjourned to the same hour and place next date when no quorum will be necessary.
- (f) Minutes of all the meetings shall be recorded regularly and properly by the Secretary in a minute book of the Chamber which shall be signed by the President or whoever presides at the meeting.

(SIGNED) _____
 AS PRESIDENT
 Joint Stock Company of India,
 Ministry of Commerce, India.

13. ELECTION OF EXECUTIVE COMMITTEE AND THEIR TERM OF OFFICE

- (a) The standing Executive Committee shall appoint an Election Board consisting three members (not seeking election) of the Chamber for the purpose of conducting the election of the Chamber in accordance with these Articles.
- (b) The election shall be held every year by secret ballot and result shall be announced at the Annual General Meeting of the Chamber next day, the office bearers of the proceeding year shall retire and newly elected members shall take their offices at the Annual General Meeting.
- (c) Casual vacancies of the members of the Executive Committee shall be filled by co-option by the Committee from amongst the members of the Chamber. The term "Casual vacancy" shall include all vacancies occurring for any reason after the announcement of the result of the Annual Election.
- (d) The Executive Committee shall fix a date for election within the month of July each year for the Election of New Executive Committee and shall notify that at least 21 days in advance along with a list of valid members.
- (e) Willing candidates will take the prescribed nomination papers (Appendix A) from the office of the Chamber and shall be submitted to the Chamber at least 7 days before the date of election and the scrutiny of the nomination papers shall take place on next day. The names of the accepted candidates shall be issued on that day.
- (f) Candidates may withdraw their nomination papers three days before the date of election.
- (g) The candidates who received the largest number of votes shall be deemed to have been elected. In the event of equality of votes between two or more candidates the Election Board shall decide the case by drawing at lot and the candidates in whose favour lot is drawn shall be declared to have been duly elected.
- (h) Only such members as have been enrolled 3 months before the date of election and have paid their subscription fully shall be entitled to vote and stand for election or Nominate a candidate for election. No member who has not

Handwritten signature
 Joint Secretary
 Chamber of Commerce & Industry
 Mumbai

paid his subscription upto date shall be eligible to vote or to stand for Election.

- (i) Every member of the Chamber shall be entitled tovotes for anycandidate, casting one vote for each candidate.

14. ANNUAL GENERAL MEETING.

The First General Meeting of the Chamber shall be held at such time not being less than one month and not more than three months from the date of incorporation with the Registrar of Joint Stock Companies. The Annual General Meeting of the Chamber shall be held once in each calendar year in the month of July. At months such time, date and place as may be determined by the executive committee. But not later than fifteen months from the date of the last annual General Meeting. Notice of annual General Meeting shall be given at least 21 days before the date of the meeting along with annual report and audited statement of accounts.

The following business shall be transacted at the meeting :—

- (i) Confirmation of the minutes of the last meeting.
- (ii) Presentation and adoption of the annual report of the Chamber.
- (iii) Presentation and confirmation of duly audited statements of accounts and passing of the budget for ensuing year.
- (iv) Announcement of the names of the newly elected executive committee.
- (v) Any other business, notice of which may have been given to the secretary 10 days before the date fixed for the annual general meeting or such other business as may with the permission of Chair be placed before the meeting.

15. SPECIAL GENERAL MEETING.

The meeting of the general body of the Chamber other than annual general meeting shall be called extra-ordinary or special general meeting and shall be held at such time and place as the executive committee may deem convenient for the disposal of the business of the Chamber.

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16 REQUISITION MEETING.

The secretary upon requisition in writing by at least five members shall convene a requisition general meeting within 21 days from the date of receipt of such requisition and a notice shall be circulated among all the members 14 days before the date fixed for the meeting.

- (a) Any notice for Requisition General Meeting shall express the object of the meeting and must be signed by the requisitionists and shall be sent to the Secretary at the head office of the Chamber by Registered post with A/D.

17 QUORUM. No Business shall transacted in any general meeting unless the quorum requisite is present. If the number of members of the Chamber, at the time of meeting ^{in general} does not exceed ten. The quorum shall be five ~~but they~~ exceed ten. ^{these shall be added to the above quorum for each additional members, subject with limitation there no quorum shall in any case exceed ten}

18 NOTICE.

14 days notice for annual general meeting and election meeting and 21 days notice for extra ordinary, special or requisition general meeting and 7 days notice for executive committee meeting specifying the place, date, hour and agenda of such meeting shall be circulated among the members of the Chamber. Non receipt of such notice by any member shall not invalidate the proceedings of such meetings.

A notice served upon members either personally or through post will be regarded valid service. In the case of service under certificate of posting it will be presumed that the notice has been duly delivered.

19 ADJOURNMENT :

The president of a meeting with the consent of the members present may adjourn the meeting but no business shall be transacted at any adjourn meeting other than that left unfinished at the meeting from which the adjournment took place.

20 MINUTE BOOK.

Minutes of the proceedings of all meeting of the Chamber shall be recorded by the Secretary in minute book to be kept by him for the purpose. The book shall be open to inspection by any member of the Chamber in his/their written request.

21. POWERS & RESPONSIBILITIES OF PRESIDENT AND VICE-PRESIDENT.

(a) The President shall be the chief Executive of the Chamber. He shall ~~when ever possible~~, *she* preside over all meetings, and lead all deputations and delegations. In a general meeting he may address the members on such subjects of trade, commerce and industry as he may deem necessary. He shall also perform such other duties as may be incidental to his office. *she*

(b) He will have the authority to sanction expenditure on any one item up to Tk. 75/00 out of the imprest account of Tk. 200/00 to be maintained by the Chamber, without the prior approval of the committee. The approval of the committee will however be obtained at its next meeting.

~~Vice-President shall have the powers and shall perform all the duties of the President in his absence.~~

22. POWER AND FUNCTIONS OF SECRETARY.

(i) The Secretary shall be a whole-time paid employee of the Chamber and shall be subject to the supervision, control and orders of the Committee.

(ii) He shall devote himself entirely to the business and affairs of the Chamber.

(iii) He shall have charge of all correspondence and shall keep accurate minutes of all meetings of the Executive Committee and of Sub-Committees of the Chamber.

(iv) He shall give notice of all meetings of the Chamber, of the Committee and of the Sub-Committees of the Chamber.

(v) He shall prepare the annual reports of the Chamber, the guidance of the committee and also the reports of the Departmental Committee and Sub-Committees of the Chamber.

(vi) He shall have the care of the rooms, furniture, library, pictures and other documents belonging to the Chamber, and he shall circulate all trade information received by the Chamber.

(vii) He shall keep an account of the fund of the Chamber and of funds connected with or in any way controlled by the Chamber and of all money received and spent by the Chamber.

- (viii) He shall prepare balance sheet of the Chamber at the end of the session and submit it before the Annual General Meeting after being audited.
- (ix) He shall collect all dues from the members of the Chamber or from any other parties and shall also collect donations and contribution and shall grant receipts thereof.
- (x) He shall meet the working expenses of the management charges, salaries of clerks and of other paid officers out of the Chamber's fund.
- (xi) He shall make all payments in conformity with the decisions of the committee and may keep with him an imprest account of an amount of Tk. 300/00 (three hundred) only for defraying contingent charges and petty expenses.
- (xii) He shall have power to institute, conduct, defend, compound or abandon any legal proceedings for or against the Chamber or its officers or otherwise concerning the Chamber and also to perform all such acts, deeds and things as may be necessary in that connection.
- (xiii) He shall have power to sign on behalf of the Chamber along with the President all contracts and agreements, not financial, made with the Chamber.
- (xiv) He shall perform all such duties as are incidental to his office and he may delegate all or any of the aforesaid powers to such person or persons as he may think fit and proper.

23. EMPLOYEES OF THE CHAMBER.

The Chamber will have various Departments or sections to deal with its activities headed by regularly paid whole time employees whose terms and conditions of services will be governed by the rules regulations framed by the committee.

24. ANNUAL REPORT.

An Annual Report of the proceeding of the committee shall be prepared and circulated among the members of the Chamber, alongwith the notice of the annual General Meeting. Such report must contain a statement of audited accounts for the year and shall be submitted to or other disposed of as the general meeting may determine.

John S. ...
Secretary of the Chamber, Dhaka

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Executive Committee may out of the income of the Chamber set aside such sums of money as may be determined from time to time as Provident Fund for the benefit of the employees of the Chamber.

25. ACCOUNT.

The Treasurer shall cause true accounts to be kept of the sums of money received and expended by the Chamber and of all the assets and liabilities of the Chamber.

The books of account and other documents shall be kept at the office of the Chamber.

26. FUNDS.

Funds of the Chamber shall be deposited with a schedule bank selected by the committee and all money of the Chamber shall be deposited in that bank account. President, Vice-President, Secretary and a member of the Executive Committee will be eligible to sign in the cheque. All cheque must be signed by President and one out of those three signatories.

27. AUDIT.

Every year the account of the Chamber shall be examined and the correctness of the Balance sheet ascertained by an auditor as per provisions of the Companies Act, 1913 under section 144-145. The auditor should be appointed by the general meeting of the Chamber. All accounts approved by the general meeting shall be conclusive. The auditor shall be entitled to attend the general meeting of the Chamber to make any statement or explanation in respect of his audit.

28. SEAL.

There shall be common seal for the Chamber. On deeds and documents shall deemed to have been duly executed on behalf of the Chamber if sealed with the common seal of the Chamber and signed by President and the Secretary and in their absence by Vice President and Joint-Secretary, vice-versa.

29. AMENDMENT.

Amendment of this articles can be made by three fourth majority of the members, at general meeting convened for the purpose provided that the amendment shall be sub-

RECEIVED BY THE CHAMBER
15/10/13
SECRETARY

ject to the prior approval of the Government and shall made when required by the Government in Public interest.

30. INTERPRETATION

Any dispute or difference of opinion in regard to the interpretation or scope of application of these articles which can not be resolved by Chamber shall be referred to the Director of Trade Organisation for decision whose decision shall be binding on the Chamber.

31. WINDING UP.

Provisions of the Companies Act, 1913 as amended from time to time regarding the winding up of a company shall apply to the winding up or dissolution of the Chamber.

32. INDEMNITY.

Every member of the executive committee and the employees of the chamber shall be indemnified by the Chamber against and it shall be the duty of the committee to pay out of funds of the Chamber all cost, losses and expenses which may incur or become liable by reason of any contract or act or thing done by them or in any way in the discharge of their duties including travelling expenses for which such indemnity is provided shall have priority over all claims.

No member of the committee or the employees of the Chamber shall be liable for the act, receipts neglects or defaults of any other member of the committee or employee unless the same happened through own dishonesty or willful negligence.

33. REGISTER OF MEMBER.

A register of member shall be maintained in which, name class addresses, business and other particulars of the members and any changes in that shall be recorded.

We, the several persons, whose names and addresses are subscribed hereto, are desirous of being formed into an association in pursuance of this Articles of Association.

Sl. No. Names, addresses and description of the persons.

(SIGNED AND SEALED)
John S. ...
...

3
4 M
5 A
6 A
7 W
8 M
9 A
10 Ba
11 B
12 M
13 M
14 M
15 B
16 M
17 S
SI
1 Ad
2 Ad

Sl. No	Name	Address	Signature
1	Md. Motiur Rahman Khan	Prop. M/s. Motiur Rahman Khan, Rathkhala, Kishoreganj	57-9116/51
2	Md. Jainal Abedin	Prop. M/s. Chand Pharmacy Gouranga Bazar, Kishoreganj	57-Hd. Jainal Abedin
3	Md. Mustafizur Rahman	Partner Hotel Mubark Station Road, Kishoreganj	57-9116/51
4	Md. Azizul Haque Chowdhury	Prop. M/s. Pavel Enterprises Isha Khan Road, Kishoreganj	57-9116/51
5	Md. Mafizur Rahman	Prop. M/s. Medicine Corner Station Road, Kishoreganj	57-Mafizur Rahman
6	Al-Haj Md. Abdul Karim	Prop. M/s. Karim & Sons Gouranga Bazar, Kishoreganj	57-Abdul Karim
7	Md. Mohiuddin Khan	Prop. M/s. Mohiuddin Khan Puran Thana, Kishoreganj	57-Mohiuddin Khan
8	Md. Abdul Hamid Haidar	Prop. M/s. The Kishoreganj Haidar & Co. Batrish, Kishoreganj	57-9116/51
9	A. N. M. Taufique Panu	M.D. M/s. Joy Fabrics Mills Ltd. Charsulakia, Kishoreganj	57-9116/51
10	Babu Sree Horandra Ch. Shaha	Prop. M/s. Horandra Ch. Shaha Puran Thana, Kishoreganj	57-9116/51
11	Babu Sree Joy Kumar Shaha	Prop. M/s. Joy Kumar Shaha Bara Bazar, Kishoreganj	57-9116/51
12	Md. Roushan Ali	Part. M/s. Roushan Bapari Abdul Rahman Bapari Station Rd. Kishoreganj	57-Roushan Ali
13	Md. Abdur Rahman	Prop. M/s. Fancy Umrala Factory Bara Bazar, Kishoreganj	57-Abdur Rahman
14	Md. Anwar Kamal	Partner M/s. Setu Traders Bara Bazar, Kishoreganj	57-Anwar Kamal
15	Rahima Rahman	Prop. M/s. Martal Traders Station Road, Kishoreganj	57-Rahima Rahman
16	Md. Mohiuddin	Prop. M/s. Shaha Traders Hossandi Bazar, Kishoreganj	57-Md. Mohiuddin
17	Sree Indrojith Ghosh	Prop. M/s. Indrojith Katiadi Bazar, Kishoreganj	57-Indrojith Ghosh

Sl. No. Name, address and description of the witnesses.

Signature

- | | | | |
|---|---------------------------------|-------------------------|------------|
| 1 | Advocate A. K. M. Likat Hossain | Judge Court Kishoreganj | 57-9116/51 |
| 2 | Advocate Bikash Mozumdar | Judge Court Kishoreganj | 57-9116/51 |


 A. K. M. LIKAT HOSSAIN
 ADVOCATE
 Joint S. No. 130 & 131, P.O. No. 130
 Vill. No. 130, P.O. No. 130